

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF ILLINOIS**

\_\_\_\_\_  
MARY DALTON and EMIL ADOLPHSON,  
individually and on behalf of all others  
similarly situated,

Plaintiffs,

v.

\_\_\_\_\_  
OLD SECOND BANCORP, INC., OLD  
SECOND NATIONAL BANK, EMPLOYEE  
BENEFITS COMMITTEE OF OLD  
SECOND BANCORP, INC., J. DOUGLAS  
CHEATHAM, JAMES ECCHER, WILLIAM  
B. SKOGLUND, ROBERT DICOSOLA,  
JEFF WEST, STEWART BEACH and DOES  
1-10.

Defendants.  
\_\_\_\_\_

**CASE NO. 1:11-cv-01112**

**Honorable Judge Milton I. Shadur**

**PLAINTIFFS' UNOPPOSED MOTION FOR PRELIMINARY APPROVAL OF CLASS  
ACTION SETTLEMENT, AMENDMENT OF THE CLASS DEFINITION, APPROVAL  
OF CLASS NOTICE, AND SCHEDULING OF A FINAL APPROVAL HEARING**

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*Liaison Class Counsel*

Plaintiffs Mary Dalton and Emil Adolphson, (collectively “Named Plaintiffs” or “Plaintiffs”), participants in the Old Second Bancorp, Inc. Employees’ 401(k) Savings Plan and Trust (the “Plan”), respectfully submit this Unopposed Motion for Preliminary Approval of the Proposed Settlement (“Motion for Preliminary Approval”) entered into with Defendants,<sup>1</sup> and respectfully move this Court for an Order (1) granting preliminary approval to the proposed Settlement Agreement And Release (the “Settlement” or “Settlement Agreement”),<sup>2</sup> (2) amending the Class definition, (3) approving the form and manner of providing notice of the Settlement to the proposed Settlement Class (the “Notice Plan”), and (4) providing for a schedule of proceedings including with respect to (a) the dissemination of Class Notice (including publishing the Publication Notice) and notice pursuant to the Class Action Fairness Act (“CAFA”), 28 U.S.C. § 1715, (b) the filing of Objections to any aspect of the Settlement and responses to Objections, (c) the filing of motions for final approval of the Settlement and for attorneys’ fees and expenses, and (d) setting a date for the Final Approval Hearing. In support of this unopposed motion, Plaintiffs submit a memorandum of law filed contemporaneously herewith.

For the reasons set forth in the accompanying memorandum of law, Plaintiffs submit that the proposed Settlement is fair, reasonable, and adequate. Moreover, the Notice Plan satisfies the requirements of due process and is consistent with that used in analogous actions. Accordingly, Plaintiffs respectfully submit that preliminary approval should be granted, the

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<sup>1</sup> “Defendants” refers, collectively, to Old Second Bancorp, Inc., Old Second National Bank, the Employee Benefits Committee of Old Second Bancorp, Inc., J. Douglas Cheatham, James Eccher, William B. Skoglund, Robert DiCosola, Jeff West, and Stewart Beach.

<sup>2</sup> The Settlement Agreement, attached to the memorandum of law in support of the instant Motion as Exhibit A, has several exhibits, including the proposed form of notice of Settlement and proposed forms of the Preliminary and Final Approval Orders. The provisions of the Settlement Agreement, including all definitions and defined terms, are incorporated by reference herein. Thus, all capitalized terms not otherwise defined in this Motion shall have the same meaning as ascribed to them in the Settlement Agreement.

Settlement Class should be certified, the Notice Plan should be approved, and a Final Approval Hearing should be scheduled.

A form of [Proposed] Order is attached hereto. The proposed Class Notice, Publication Notice, CAFA Notice, and resume of Evercore Trust Company, retained by Defendants to serve as the Independent Fiduciary in connection with the Settlement, are attached as Exhibits A, B, C, and D, respectively, to the Proposed Order.

DATED: February 26, 2013

Respectfully submitted,

**KESSLER TOPAZ  
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**CERTIFICATE OF SERVICE**

The Undersigned hereby certifies that on this 26th day of February 2013, a true and accurate copy of Plaintiffs' Memorandum of Law In Support of Unopposed Motion For Preliminary Approval of Class Action Settlement, Amendment of the Class Definition, Approval of Class Notice, And Scheduling of a Final Approval Hearing was filed electronically with the Clerk of Court using the CM/ECF system, which will send electronic notification to the following:

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